

DAVIS POLK & WARDWELL 100322071

450 LEXINGTON AVENUE
NEW YORK, N.Y. 10017

212-450-4000
FAX: 212-450-4800

1 CHASE MANHATTAN PLAZA
NEW YORK, N.Y. 10005

1300 I STREET, N.W.
WASHINGTON, D.C. 20005

4, PLACE DE LA CONCORDE
75008 PARIS

1 FREDERICK'S PLACE
LONDON EC2R 8AB

2-1, MARUNOUCHI 1-CHOME
CHIYODA-KU, TOKYO 100

MESSEUR
6000 FRANKFURT AM MAIN 1

WRITER'S DIRECT NUMBER:

RECORDATION NO. 18860-C, D, E

JUL 27 1994 - 2:45 PM

INTERSTATE COMMERCE COMMISSION

July 28, 1994

Re: TTX Company - Lease No. 41-A
Recordation Number 18860

Interstate Commerce Commission
12th Street and Constitution Avenue, N.W.
Washington, D.C. 20423

Attention: Sidney L. Strickland, Secretary

Dear Mr. Secretary:

I enclose two fully executed and acknowledged original counterparts of each of the documents described below, to be recorded pursuant to Section 11303 of Title 49 of the United States Code:

Memorandum of Lease Supplement dated as of July 28, 1994 between TTX Lease 41-A Trust (the "Owner") and TTX Company (the "Lessee"). The Memorandum of Lease Supplement supplements the Memorandum of Lease (No. 41-A) dated as of June 30, 1994 between the Owner and the Lessee.

Memorandum of Lease Assignment dated as of July 28, 1994 between the Owner and First Security Bank of Idaho, National Association (the "Security Trustee"). The Memorandum of Lease Assignment relates to the aforesaid Memorandum of Lease Supplement.

Memorandum of Equipment Trust Agreement Supplement dated as of July 28, 1994 between the Owner and the Security Trustee. The Memorandum of Equipment Trust Agreement Supplement supplements the Memorandum of Equipment Trust Agreement (No. 41-A) dated as of June 30, 1994 between the Owner and the Security Trustee.

These documents are "secondary documents" as defined in the applicable regulations and relate to the documents filed on June 30, 1994 under Recordation Number 18860.

July 28, 1994

The names and addresses of the parties to the documents are as follows:

Memorandum of Lease Supplement:

Lessee: TTX Company
101 North Wacker Drive
Chicago, Illinois

Lessor and
Owner: TTX Lease 41-A Trust
In care of First Security Bank of Utah,
National Association
79 South Main Street
Salt Lake City, Utah 84111

Memorandum of Lease Assignment:

Assignee: First Security Bank of Idaho,
National Association
79 South Main Street
Salt Lake City, Utah 84111

Assignor: TTX Lease 41-A Trust
In care of First Security Bank of Utah,
National Association
79 South Main Street
Salt Lake City, Utah 84111

Memorandum of Equipment Trust
Agreement Supplement:

Trustee: First Security Bank of Idaho,
National Association
79 South Main Street
Salt Lake City, Utah 84111

Owner: TTX Lease 41-A Trust
In care of First Security Bank of Utah,
National Association
79 South Main Street
Salt Lake City, Utah 84111

The equipment covered by the documents consists of the railroad equipment described in Schedule A attached to each of the aforesaid documents. Such equipment is marked with the reporting marks and road numbers of TTX Company listed in said schedule.

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

7/27/94

VIRGINIA QUINN
DAVIS POLK & WARDWELL
450 LEXINGTON AVENUE
NEW YORK NY 10017

Dear MS. QUINN:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/27/94 at 2:45 PM, and assigned recordation number(s) 18860-C, D, E, 18861-C, D, E, 18862-C, D, E.

Sincerely yours,

Sidney L. Strickland, Jr.
Secretary

Enclosure(s)

\$ 54.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one stamped on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

Salecia M. Stokes

RECORDATION NO. 18860-C FILED 1425

JUL 27 1994 -2 41 PM

INTERSTATE COMMERCE COMMISSION

**MEMORANDUM OF LEASE SUPPLEMENT dated as of July 28, 1994,
by TTX LEASE 41-A TRUST, a Utah trust,
and TTX COMPANY, a Delaware corporation.**

The undersigned have entered into that certain Lease of Railroad Equipment (No. 41-A), dated as of June 30, 1994, covering certain railroad equipment listed in Schedule A thereto, for a term ending on January 27, 2013, subject to early termination and renewal on the terms and conditions set forth in said Lease of Railroad Equipment.

A memorandum of said Lease of Railroad Equipment has been recorded with the Interstate Commerce Commission pursuant to section 11303 of Title 49 of the United States Code, and assigned recordation number 18860.

The undersigned have entered into that certain Lease Supplement (No. 41-A), dated as of July 28, 1994, including in the said Lease of Railroad Equipment the railroad equipment listed in Schedule A hereto, and wish to show for the public record the interest of TTX Lease 41-A Trust as owner and lessor of said equipment, and the interest of TTX Company as lessee thereof.

IN WITNESS WHEREOF, the parties hereto have each caused this supplement to be duly executed by their respective officers or representatives thereunto duly authorized:

TTX LEASE 41-A TRUST
by First Security Bank of Utah,
National Association, trustee

By: 

Name: C. Scott Nielsen
Title: Asst. Vice President

TTX COMPANY

By: _____

Name: Thomas D. Marion
Title: Treasurer

IN WITNESS WHEREOF, the parties hereto have each caused this supplement to be duly executed by their respective officers or representatives thereunto duly authorized:

TTX LEASE 41-A TRUST
by First Security Bank of Utah,
National Association, trustee

By: _____
Name:
Title:

TTX COMPANY

By: TD Marion
Name: Thomas D. Marion
Title: Treasurer

STATE OF UTAH)

COUNTY OF SALT LAKE)

SS.:

On this ^{26th} day of July, 1994, before me personally appeared C. Scott Nielsen, to me personally known, who, by me being duly sworn, says that he is a Asst. Vice President of First Security Bank of Utah, National Association, the trustee of TTX Lease 41-A Trust, and that the foregoing instrument was signed on behalf of said association by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.



Alyssa A. Falkner
Notary Public

My commission expires

STATE OF ILLINOIS)

COUNTY OF COOK)

SS.:

On this day of July, 1994, before me personally appeared Thomas D. Marion, to me personally known, who by me being duly sworn, says that he is Treasurer of TTX Company, and that the foregoing instrument was signed on behalf of said company by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

Notary Public

My commission expires

STATE OF UTAH

COUNTY OF SALT LAKE

)
) SS.:
)

On this day of July, 1994, before me personally appeared , to me personally known, who, by me being duly sworn, says that he is a of First Security Bank of Utah, National Association, the trustee of TTX Lease 41-A Trust, and that the foregoing instrument was signed on behalf of said association by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

Notary Public

My commission expires

STATE OF ILLINOIS

COUNTY OF COOK

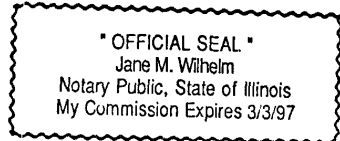
)
) SS.:
)

On this *21st* day of July, 1994, before me personally appeared Thomas D. Marion, to me personally known, who by me being duly sworn, says that he is Treasurer of TTX Company, and that the foregoing instrument was signed on behalf of said company by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

Jane M. Wilhelm

Notary Public

My commission expires



Memorandum of Lease Supplement (No. 41-A)

TL41
07/19/94

SCHEDULE A

FIRST MARYLAND

TTX COMPANY
LEASE NO. 41A
DATED AS OF JUNE 30, 1994
CLOSING #2, DATED JULY 28, 1994

BUILDER/ CAR TYPE	QUANTITY		CAR NUMBERS	DELIVERY PERIOD	CONTRACT
	CARS	PLATFORMS			
GUNDERSON, INC.					
SINGLE-UNIT ALL-PURPOSE DOUBLE-STACK WELL CARS FOR CARRYING CONTAINERS OR TRAILERS UP TO 53' LONG- DTTX.	34	34	456200-456233.	JUNE, '94	T-3893-F
THREE-UNIT DRAWBAR-CONNECTED ALL-PURPOSE DOUBLE-STACK WELL CARS FOR CARRYING CONTAINERS OR TRAILERS UP TO 53' LONG- DTTX.	32	96	427110-427141.	JUNE, '94	T-3A93-F
NATIONAL STEEL CAR LIMITED					
FOUR-UNIT DRAWBAR-CONNECTED ALL-PURPOSE DOUBLE-STACK WELL CARS FOR CARRYING CONTAINERS OR TRAILERS UP TO 53' LONG- DTTX.	6	24	430076-430081.	MAY-JUNE, '94	T-2893-N
73-FOOT CENTER-PARTITIONED BULKHEAD FLATCARS WITH WINCH TIE-DOWN DEVICES FOR CARRYING PACKAGED LUMBER PRODUCTS- TTZX.	19	19	861276-861294.	MAY-JUNE, '94	T-3A93-N
TRINITY INDUSTRIES, INC.					
73-FOOT CENTER-PARTITIONED BULKHEAD FLATCARS WITH WINCH TIE-DOWN DEVICES FOR CARRYING PACKAGED LUMBER PRODUCTS- TTZX.	10	10	855010-855019.	JUNE, '94	T-4093-P
TOTAL	101	183			